

**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (canceled)
2. (previously presented) The composite of claim 56, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a thickness of about 0.5 mm to about 2.0 mm.
3. (previously presented) The composite of claim 56, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a basis weight of about 100 grams/m<sup>2</sup> to about 500 grams/m<sup>2</sup>.
- 4-5 (canceled)
6. (previously presented) The composite of claim 56, wherein the needling density is at least 500 ppsi.
7. (previously presented) The composite of claim 6, wherein the needling density is at least 1,000 ppsi.
8. (previously presented) The composite of claim 57, wherein the gathered fabric comprises a stitch bonded and bulked fabric.
9. (original) The composite of claim 8, wherein the stitch bonded and bulked fabric comprises a non-woven substrate stitch-bonded by shrinkable yarns.
10. (canceled).

11. (previously presented) The composite of claim 57, wherein the upwardly facing folds or undulating gathers have a frequency of about 12 loops per inch to about 60 loops per inch.

12. (previously presented) The composite of claim 57, wherein the gathered fabric comprises a pattern bonded and bulked fabric.

13. (original) The composite of claim 12, wherein the pattern bonded and bulked fabric comprises a non-woven substrate pattern bonded to a shrinkable bonding substrate.

14. (canceled).

15. (previously presented) The composite of claim 57, wherein the upwardly facing folds or undulating gathers have a frequency of about 12 loops per inch to about 60 loops per inch.

16-20. (canceled)

21-22. (canceled)

23. (previously presented) The composite of claim 56, being embossable to form a three-dimensional textured product.

24. (previously presented) The composite of claim 56, wherein the face layer is spunlaced.

25. (original) The composite of claim 24, wherein the face layer is spunlaced substantially from the top surface.

26-34. (canceled)

35- 55 (canceled)

56. (currently amended) A composite comprising a fibrous face layer having a top surface and a bottom surface, a solid adhesive film or solid adhesive fabric and a backing layer,

wherein the bottom surface of the fibrous face layer faces the solid adhesive film or fabric,

wherein the fibrous face layer comprises needle-punched non-woven fabrics forming a plurality of legs,

wherein the legs are made from a portion of the fibrous face layer and the legs are extending away from the top surface of the fibrous face layer and through the bottom surface of the fibrous face layer,

wherein the legs of the fibrous face layer are needle-punched through the face layer, and at least some of the legs are needled through the solid adhesive film or fabric and are thermally bonded to the adhesive film or fabric,

wherein a portion of the adhesive in the adhesive film or fabric at least partially penetrates into the fibrous face layer and wherein the top surface of the fibrous face layer is substantially free of adhesive, and

wherein the at least some of the needle punched legs are bonded to the backing layer.

57. (currently amended) A composite comprising a fibrous face layer having a top surface and a bottom surface, an adhesive layer having a top surface and a bottom surface and a backing layer, wherein the bottom surface of the fibrous face layer faces the top of the adhesive layer and the bottom surface of the adhesive layer faces the backing layer, wherein the fibrous face layer comprises a gathered fabric forming a plurality of legs extending away from the top surface of the fibrous layer, said legs comprise undulated folds or gathers from the fibrous face layer, wherein the legs of the fibrous face layer are bonded to the adhesive layer and wherein the top surface of the fibrous face layer is substantially free of adhesive.

wherein the adhesive layer is at least partially bonded to the backing layer.

58. (currently amended) A composite comprising a fibrous face layer having a top

surface and a bottom surface, an adhesive layer having a top surface and a bottom surface and a backing layer, wherein the bottom surface of the fibrous face layer faces the top of the adhesive layer and the bottom surface of the adhesive layer faces the backing layer, wherein the fibrous face layer comprises a knit or woven fabric forming a plurality of legs extending away from the top surface of the fibrous layer, said legs comprise pile loops of the knit or woven fabric, wherein the legs of the fibrous face layer are bonded to the adhesive layer and wherein the top surface of the fibrous face layer is substantially free of adhesive,

wherein the adhesive layer is at least partially bonded to the backing layer.

59. (currently amended) A composite comprising a fibrous face layer having a top surface and a bottom surface, an adhesive layer having a top surface and a bottom surface and a backing layer, wherein the bottom surface of the fibrous face layer faces the top of the adhesive layer and the bottom surface of the adhesive layer faces the backing layer, wherein the fibrous face layer comprises a cut, sanded, sheared or brushed woven or knit forming a plurality of legs extending away from the top surface of the fibrous layer, said legs are made from the cut, sanded, sheared or brushed portion of the fibrous face layer, wherein the legs of the fibrous face layer are bonded to the adhesive layer and wherein the top surface of the fibrous face layer is substantially free of adhesive,

wherein the adhesive layer is at least partially bonded to the backing layer.

60. (previously presented) The composite of claim 57, wherein the adhesive layer penetrates into the fibrous face layer by an application of pressure.

61. (previously presented) The composite of claim 56, wherein the legs of the fibrous face layer are further bonded in the adhesive layer by an application of pressure.

62. (previously presented) The composite of claim 60, wherein the legs of the fibrous face layer are further bonded in the adhesive layer by an application of heat.

63. (previously presented) The composite of claim 56, wherein the fibrous face layer comprises fibers of about 0.5 denier to about 5.0 deniers.

64. (previously presented) A composite comprising a fibrous face layer having a top surface and a bottom surface and an adhesive layer,

wherein the bottom surface of the fibrous face layer faces the adhesive layer,

wherein the fibrous face layer comprises needle-punched non-woven fabrics forming a plurality of legs,

wherein the legs are made from a portion of the fibrous face layer and the legs are extending away from the top surface of the fibrous face layer and through the bottom surface of the fibrous face layer,

wherein the legs of the fibrous face layer are needle-punched through the face layer, and at least some of the legs are needled through the adhesive layer and are thermally bonded to the adhesive layer,

wherein a portion of the adhesive in the adhesive layer at least partially penetrates into the fibrous face layer,

wherein the adhesive layer penetrates into about  $\frac{1}{4}$  to about  $\frac{3}{4}$  of the fibrous face layer, and wherein the top surface of the fibrous face layer is substantially free of adhesive.

65. (canceled)

66. (previously presented) The composite of claim 58, wherein the adhesive layer extends at least partially into the face layer by an application of pressure.

67. (canceled)

68. (previously presented) The composite of claim 66, wherein the face layer is bonded in the adhesive layer by an application of heat.

69. (previously presented) The composite of claim 59, wherein the adhesive layer extends at least partially into the face layer by an application of pressure.

70. (previously presented) The composite of claim 69, wherein the face layer is bonded in

the adhesive layer by an application of heat.

71. (previously presented) The composite of claim 57, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a thickness of about 0.5 mm to about 2.0 mm.

72. (previously presented) The composite of claim 57, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a basis weight of about 100 grams/m<sup>2</sup> to about 500 grams/m<sup>2</sup>.

73. (canceled)

74. (previously presented) The composite of claim 57 being embossable to form a three-dimensional textured product.

75. (previously presented) The composite of claim 57, wherein the fibrous face layer comprises fibers of about 0.5 denier to about 5.0 deniers.

76. (previously presented) The composite of claim 57, wherein the adhesive layer penetrates into about ¼ to about ¾ of the fibrous face layer.

77. (previously presented) The composite of claim 57, wherein the top surface of the fibrous face layer is substantially free of adhesive.

78. (previously presented) The composite of claim 58, wherein knit or woven is cut, sanded, sheared or brushed portion, and the legs comprise the cut, sanded, sheared or brushed portion of the knit.

79. (previously presented) The composite of claim 58, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a thickness of about 0.5 mm to about 2.0 mm.

80. (previously presented) The composite of claim 58, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a basis weight of about 100 grams/m<sup>2</sup> to about 500 grams/m<sup>2</sup>.

81. (canceled)

82. (previously presented) The composite of claim 58 being embossable to form a three-dimensional textured product.

83. (previously presented) The composite of claim 58, wherein the fibrous face layer comprises fibers of about 0.5 denier to about 5.0 deniers.

84. (previously presented) The composite of claim 58, wherein the adhesive layer penetrates into about ¼ to about ¾ of the fibrous face layer.

85. (previously presented) The composite of claim 58, wherein the top surface of the fibrous face layer is substantially free of adhesive.

86. (previously presented) The composite of claim 59, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a thickness of about 0.5 mm to about 2.0 mm.

87. (previously presented) The composite of claim 59, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a basis weight of about 100 grams/m<sup>2</sup> to about 500 grams/m<sup>2</sup>.

88. (canceled)

89. (previously presented) The composite of claim 59 being embossable to form a three-dimensional textured product.

90. (previously presented) The composite of claim 59, wherein the fibrous face layer

comprises fibers of about 0.5 denier to about 5.0 deniers.

91. (previously presented) A composite comprising a fibrous face layer having a top surface and a bottom surface and an adhesive layer, wherein the bottom surface of the fibrous layer faces the adhesive, wherein the fibrous face layer comprises a cut, sanded, sheared or brushed woven or knit forming a plurality of legs extending away from the top surface of the fibrous layer, said legs are made from the cut, sanded, sheared or brushed portion of the fibrous face layer, wherein the legs of the fibrous face layer are bonded to the adhesive layer,

wherein the adhesive layer penetrates into about  $\frac{1}{4}$  to about  $\frac{3}{4}$  of the fibrous face layer, and wherein the top surface of the fibrous face layer is substantially free of adhesive.

92. (canceled)

93. (new) The composite of claim 56 wherein at least some of the legs are needle-punched into the backing layer.